

May 19, 2014

Jason L. Nohr
Cauthorn Nohr & Owen
A Professional Corporation
212 Church Street
Marietta, Georgia 30060

Re: Your letter April 3, 2014

I am sending this cover letter in response to the alleged debt of \$99,199 allegedly owed by Mr. Bruce Marshall to Jason L. Nohr, Receiver to the Receivership Estate pursuant to your letter April 3, 2014.

I've enclosed with this cover letter a U.C.C. negotiable instrument Promissory Note as a good faith attempt to settle this matter in full, with penalties, interest & other fees; if in fact it is determined that Mr. Bruce Marshall indeed bears any outstanding debt of \$99,199 to the Receiver.

Please note that I've made the enclosed note out in the amount of \$120,000 in case any additional penalties and/or interest have accrued; if this figure represents an overpayment, the necessary adjustments can be effected at the time of presentment.

If you, or one of your delegates, wish to present the enclosed Promissory Note for payment, please contact me by mail to arrange a mutually-agreeable date, time and location to make presentment. I will require the presenter to have with him/her, for my review and prior to presentment and payment, the executed contract bearing my signature making me liable for the debt which your office alleges we owe. I will also require identification (e.g., state-issued driver's license plus one other form of picture identification).

Please note that these are reasonable requests, not intended in any way to harass, but are necessary and imperative to (1) demonstrate evidence of authority to present the enclosed instrument, and (2) establish your actual possession of the original contract making the maker liable. The presenter will be required to endorse the note, in my presence so that I may determine the authenticity of said endorsement, upon presentment.

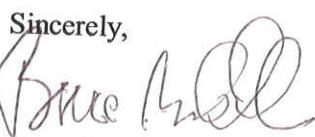
Sincerely,

Bruce Marshall

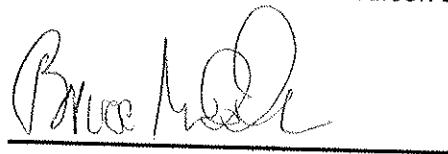
EXHIBIT A

Promissory Note

\$120,000.00

May 19, 2014

The maker hereby promises to pay, on presentment, **One Hundred Twenty Thousand dollars and 00 cents**, to the order of Jason L. Nohr (the "Receiver"), as Receiver for the Estate of MSC Holdings, Inc. And MSC GA Holdings, LLC from my residence at Unit 5 Block 169 Lot A Carson Estates, El Prado, NM 87529



Bruce Marshall - Maker

THIS NOTE IS A U.C.C. NEGOTIABLE INSTRUMENT
AND IS REDEEMABLE AT FULL FACE VALUE WHEN
PRESENTED TO THE MAKER AT HIS ADDRESS